

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 7

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

National Clean Energy, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

Going Green Solar, LLC; NCE Marketing

3. Debtor's federal Employer Identification Number (EIN)

2 7 - 0 5 1 8 3 9 9

4. Debtor's address

Principal place of business

3816 North 7th Street

Number Street

Phoenix AZ 85014

City State ZIP Code

Maricopa

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

<https://ncemarketing.com>

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 6 1 4

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☒ Chapter 7
☐ Chapter 9
☐ Chapter 11. Check all that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor Erus Holdings LLC; Erus Builders, LLC Relationship Parent; Affiliate

District Delaware When 11/08/2023

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input checked="" type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/08/2023
MM / DD / YYYY

X /s/ Abraham Sabbagh
Signature of authorized representative of debtor

Abraham Sabbagh
Printed name

Title Manager

Debtor National Clean Energy, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Amanda R. Steele
Signature of attorney for debtor

Date 11/08/2023
MM / DD / YYYY

Amanda R. Steele

Printed name

Richards, Layton & Finger, P.A.

Firm name

One Rodney Square, 920 North King Street

Number Street

Wilmington

DE 19801

City

State ZIP Code

(302) 651-7838

steele@rlf.com

Contact phone

Email address

5530

DE

Bar number

State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 7
)	
NATIONAL CLEAN ENERGY, LLC,)	Case No. 23 - ()
)	
Debtor.)	
)	
Tax I.D. No. 27-0518399)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the authorized officer of National Clean Energy, LLC (the “Debtor”) certifies the following:

Erus Holdings LLC (“Holdings”) is the sole member of and owns 100% of the membership interests in the Debtor. GK Brand LLLP owns 40% of the membership interests in Holdings. Helios Energy Holdings, LLC (“Helios”) owns 60% of the membership interests in Holdings. GPB Holdings II, LP is the sole member of and owns 100% of the membership interests in Helios.

JOINT WRITTEN CONSENT OF
BOARD OF DIRECTORS AND MANAGER OF
ERUS HOLDINGS LLC

November 6, 2023

THE UNDERSIGNED, the Manager (in such capacity only, the “Manager”) of Erus Holdings LLC (“Holdings”), a Delaware limited liability company, and the undersigned Directors of Holdings, constituting all of the Directors of Holdings, for and on behalf of Holdings and its wholly owned subsidiaries Erus Builders, LLC, an Arizona limited liability company (“Builders”), and National Clean Energy, LLC, a Nevada limited liability company (“NCE” and collectively with Holdings and Builders, the “Companies”), and the Directors acting by written consent in lieu of a meeting in accordance with Section 18-404(d) of the Delaware Limited Liability Company Act (the “Act”) and Section 6.04(iv) of Holdings’ Amended and Restated Limited Liability Company Agreement dated as of August 19, 2016, hereby approve and consent to the taking of the actions and adoption of the following resolutions, such actions and resolutions to have the same force and effect as though duly taken and adopted at a Board of Directors meeting of Holdings duly called and legally held:

WHEREAS, the Manager and the Directors are empowered, if they determine that commencing filings and other proceedings under Title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the “Bankruptcy Code”), including, without limitation, under Chapter 7 thereof, in a United States Bankruptcy Court of proper venue, and preparing any and all related petitions and filings arising out of or related thereto (“Bankruptcy Proceedings”) is the proper or appropriate course of action, to cause the Companies to commence Bankruptcy Proceedings, including in Holdings’ capacity as the sole member of Builders and NCE;

WHEREAS, Holdings, in its capacity as the sole member of both Builders and NCE has the authority to authorize and direct the Manager to execute a consent with respect to the commencement of Bankruptcy Proceedings on behalf of Builders and NCE;

WHEREAS, the Manager and the Directors have considered the business and financial conditions and results of operations of each of the Companies on the date hereof, including the assets and liabilities of each Company;

WHEREAS, in an attempt to preserve and maximize for all stakeholders the going concern value of each of the Companies, the Manager and Directors have, for the ten (10) preceding months, actively pursued financing and/or a sale relating to the Companies and entered into good faith negotiations with a potential purchaser of Helios Energy Holdings, LLC’s membership interest in Holdings. Despite the best efforts of the Manager and the Directors, such negotiations came to a halt on October 30, 2023, after discussions between the Companies’ secured lender and the prospective purchaser ended without agreement;

WHEREAS, the Manager and the Directors have reviewed, considered and received the recommendations of the senior management of each Company and each Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a Bankruptcy Proceeding; and

WHEREAS, based on factors and information deemed relevant by the Manager and the Directors, in the business judgment of the Manager and the Directors, it is proper, appropriate, desirable and in the best interest of each Company, as well as the best interest of each Company's creditors and other interested parties under the circumstances set forth herein, that each Company commence a Bankruptcy Proceeding by filing a voluntary petition for relief under Chapter 7 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

NOW, THEREFORE, BE IT RESOLVED, that in the business judgment of the Manager and the Directors, it is proper, appropriate, desirable and in the best interest of each Company, its creditors and other parties in interest, taken as a whole, that each Company commence a Bankruptcy Proceeding by filing or causing to be filed a voluntary petition for relief under the provisions of Chapter 7 of the Bankruptcy Code; and be it

RESOLVED FURTHER, that with respect to Holdings, the Manager, in such capacity (the "Authorized Person") be, and each acting alone hereby is, authorized, empowered, and directed to: (i) execute and file (or direct others to do so on such Authorized Person's behalf as provided herein) a petition under Chapter 7 of the Bankruptcy Code with the Bankruptcy Court in such form and at such time as such Authorized Person shall determine (a "Chapter 7 Case"); (ii) execute and file all petitions, schedules, lists, and other papers contemplated thereby or related thereto; and (iii) employ and retain all legal counsel and/or other professionals, and take any and all other actions, which such Authorized Person deems to be necessary, convenient, desirable, advisable or appropriate in connection with a Chapter 7 Case; and be it

RESOLVED FURTHER, that the Manager shall also be authorized to act as an Authorized Person with respect to Builders and NCE's commencement of Bankruptcy Proceedings and shall have all of the authority, empowerment and directives of an Authorized Person as set forth in the preceding paragraph with respect to Builders' and NCE's respective Bankruptcy Proceedings; and be it

RESOLVED FURTHER, that the Authorized Person, and any employees or agents of a Company designated or directed by such Authorized Person, shall be, and each hereby is, authorized, empowered and directed to take or cause to be taken all steps and to do or cause to be done all acts and things, including the execution and delivery of any documents or instruments, as such Authorized Person deems necessary, convenient, desirable, advisable or appropriate to carry out, comply with and/or effectuate the purposes and intents of the foregoing resolutions and the transactions contemplated thereby, such determination to be conclusively evidenced by the taking of such steps and the doing of such acts and things; and be it

RESOLVED FURTHER, that any and all acts taken and any and all certificates, instruments, agreements, filings, or other documents executed by an Authorized Person in the name and on behalf of a Company, including in such Company's capacity as the sole member of Builders or NCE, prior to the adoption of these resolutions with regard to any of the transactions, actions, certificates, instruments, agreements, filings, or other documents authorized or approved by the foregoing resolutions be, and hereby are, in all respects, ratified, confirmed, adopted, and approved; and be it

RESOLVED FURTHER, that all actions previously taken by the Manager, the Directors and the Authorized Person, or any officer, employee or agent of a Company, as applicable, in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the applicable Company; and be it

RESOLVED FURTHER, that this Joint Written Consent may be executed in counterparts and by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[Signature pages follow]

Abraham Sabbagh, Manager of Erus Holdings LLC, Erus Builders, LLC, and National Clean Energy, LLC

DocuSigned by:
Abraham Sabbagh

1152347111B0C4F4

Robert Chmiel, Director of Erus Holdings LLC

DocuSigned by:
Robert Chmiel

4035A6A526314AF...

Nico Gutierrez, Director of Erus Holdings LLC

DocuSigned by:
Nico Gutierrez

060B85DA8BB44B2...

Fill in this information to identify the case and this filing:

Debtor Name National Clean Energy, LLC
United States Bankruptcy Court for the: _____ District of Delaware
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/08/2023
MM / DD / YYYY

X /s/ Abraham Sabbagh
Signature of individual signing on behalf of debtor

Abraham Sabbagh

Printed name

Manager

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	X	
<i>In re:</i>	:	Chapter 7
	:	
Erus Holdings LLC, et al.,	:	Case No. 23 – ____ ()
	:	
Debtors.	:	
-----	X	

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that my firm, Richards, Layton & Finger, P.A. (“**RL&F**”), is counsel to Erus Holdings LLC, Erus Builders, LLC, and National Clean Energy, LLC (collectively, the “**Debtors**”) and that total compensation paid to RL&F within one year before the filing of the petitions in bankruptcy, or agreed to be paid to RL&F, for services rendered or to be rendered on behalf of the Debtors in the aggregate is as follows:

For legal services, RL&F has agreed to accept **\$50,000.00**

Prior to the filing of this statement RL&F has received **\$50,000.00**

Balance Due **\$0.00**

2. The source of the compensation paid to RL&F was:

☒ Debtor ☐ Other (specify)

3. The source of compensation to be paid to RL&F is:

☒ Debtor ☐ Other (specify)

4. RL&F has not agreed to share the above-disclosed compensation with any other person unless they are members and associates of RL&F.

5. In return for the above-disclosed fee, RL&F has agreed to render legal service for only the following aspects of these chapter 7 cases:

- a. Analysis of the Debtors’ financial situation and rendering related advice to the Debtors, including, among other things, determining whether to file for relief under the Bankruptcy Code;
- b. Preparation and filing of the chapter 7 petition, schedules of assets and liabilities, statements of financial affairs and related documents for each of the Debtors; and
- c. Representation of the Debtors at the meeting of creditors and any adjourned meetings thereof.

6. By agreement with the Debtors, the above-disclosed fee does not include the following services:

As of the date hereof, RLF has agreed to represent the Debtors only in connection with the matters referenced above.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to RL&F for representation of the Debtors in these chapter 7 cases.

November 8, 2023

Date

By: /s/ Amanda R. Steele

Amanda R. Steele (No. 5530)

RICHARDS, LAYTON & FINGER, P.A.

One Rodney Square

920 North King Street

Wilmington, DE 19801

Telephone: (302) 651-7700

Facsimile: (302) 651-7701